

AN ORDINANCE
BY COUNCILMEMBER

Felicia A. Moore
FELICIA MOORE

AN ORDINANCE, TO PROVIDE FOR THE ISSUANCE AND SALE OF TAX ALLOCATION BONDS (PERRY BOLTON PROJECT), SERIES 2008, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$[] (THE "SERIES 2008 BONDS"), TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARD, THE PAYMENT OF REDEVELOPMENT COSTS ASSOCIATED WITH THE PROJECTS IDENTIFIED ON SCHEDULE 1 HERETO (THE "2008 PROJECTS"); TO AUTHORIZE PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; TO AUTHORIZE THE EXECUTION OF AN INDENTURE OF TRUST, A BOND PLACEMENT AGREEMENT, SEPARATE DEVELOPMENT AGREEMENTS WITH THE DEVELOPERS OF EACH OF THE 2008 PROJECTS AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND FINAL LIMITED OFFERING MEMORANDUM; TO CLARIFY THE INTENT OF THE INITIAL RESOLUTION (AS DEFINED HEREIN) WITH RESPECT TO THE TERMINATION OF THE PERRY BOLTON TAD (AS DEFINED HEREIN) AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2008 BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council by Resolution 02-R-2094, adopted on December 2, 2002, and signed by the Mayor on December 10, 2002 (the "Initial Resolution," and as the Initial Resolution was amended by Resolution 06-R-2571, adopted by the City Council on December 4, 2006 and approved by the mayor on December 13, 2006, the "Resolution"), among other matters, (i) adopted the Northwest Atlanta Redevelopment Plan pursuant to the authority granted the City under the Constitution and the laws of the State of Georgia, including particularly the Redevelopment Powers Law (ii) created Tax Allocation District Number Three — Perry/Bolton (the "Perry Bolton TAD") and (iii) authorized the pledge of positive ad valorem tax allocation increments derived from the Perry Bolton TAD for the payment or as security for the payment of tax allocation bonds; and

WHEREAS, the City has appointed The Atlanta Development Authority ("ADA") as the City's redevelopment agent pursuant to the Redevelopment Powers Law for the purpose of

implementing the redevelopment initiatives set forth in the Northwest Atlanta Redevelopment Plan, and for other purposes; and

WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) environmental remediation of property, (iii) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (iv) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (v) design and construction of parking facilities and (vi) any other facilities and improvements located in or otherwise related to the Perry Bolton TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law; and

WHEREAS, as redevelopment agent, the ADA has identified and approved the [] () projects or phases of projects listed on Schedule 1 hereto (the "2008 Projects") for financing with the proceeds of tax allocation bonds of the City; and

WHEREAS, the Board of Commissioners of Fulton County, Georgia ("the Board of Commissioners"), by resolution adopted on December 18, 2002 (as amended on May 2, 2007), consented to the inclusion of its share of positive ad valorem tax increments derived from the Perry Bolton TAD as security for bonds issued within the Perry Bolton TAD; and

WHEREAS, it is proposed that the City finance certain Redevelopment Costs associated with the 2008 Projects through the issuance of Tax Allocation Bonds (Perry Bolton Project), Series 2008 in the aggregate principal amount not to exceed \$[] (the "Series 2008 Bonds"); and

WHEREAS, the Series 2008 Bonds will be issued pursuant to an Indenture of Trust (the "Series 2008 Indenture") between the City and Trustee which secures such bonds with a lien on the Tax Allocation Increments (as such term is defined in the Series 2008 Indenture); and

WHEREAS, it is proposed that the City sell the Series 2008 Bonds on a negotiated basis to DEPFA First Albany Securities LLC and Backstrom McCarley Berry & Co., LLC (collectively, the "Underwriters") pursuant to the terms of a Bond Placement Agreement; and

WHEREAS, it is proposed that in order to facilitate the purchase of the Series 2008 Bonds, the City should provide for the use and distribution by the Underwriters of a Preliminary Limited Offering Memorandum (the "Preliminary Offering Memorandum") and a final Limited Offering Memorandum (the "Limited Offering Memorandum"); and

WHEREAS, in consideration of the City's issuance of the Series 2008 Bonds, separate Development Agreements will be executed by and among the City, ADA and the respective developer of each 2008 Project, pursuant to which the parties thereto will assume certain responsibilities and obligations concerning redevelopment activities with respect to the related 2008 Project; and

WHEREAS, by resolution of the Board of the ADA on December 6, 2007, ADA approved tax allocation increment funding for the 2008 Projects, recommended issuance of the

Series 2008 Bonds by the City and authorized the execution and delivery of the Development Agreements.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY ORDAINS as follows:

Section 1.01. Authority for Ordinance. This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 1.02. Findings. It is hereby ascertained, determined and declared that:

(a) the financing of the Redevelopment Costs associated with the 2008 Projects is a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the Series 2008 Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education thereof, including the City and Fulton County, and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City and Fulton County, to levy or to pledge any form of taxation whatever for the payment thereof.

Section 1.03. Clarification of Initial Resolution. Section 6 of the Initial Resolution provided as follows:

“Tax Allocation District Number Three – Perry/Bolton is hereby created as of December 31, 2002, and shall continue in existence for twenty-five years thereafter, or until all redevelopment costs, including financing costs, are paid in full.”

It is hereby declared that the reference to “twenty-five years” was not intended to establish the maximum term of the Perry Bolton TAD and that the Perry Bolton TAD shall continue in existence for as long as any tax allocation bonds issued to finance redevelopment costs within the Perry Bolton TAD remain outstanding.

Section 1.04. Authorization of the Financing of the 2008 Projects. The financing of all or a portion of the Redevelopment Costs associated with 2008 Projects is hereby authorized.

Section 1.05. Authorization of Series 2008 Bonds. For the purpose of financing the Redevelopment Costs associated with the 2008 Projects, the issuance of not to exceed \$[] in aggregate principal amount of tax allocation bonds of the City known as “Tax Allocation Bonds (Perry Bolton Project), Series 2008,” is hereby authorized. The Series 2008 Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in Articles II and III of the Series 2008 Indenture, provided that the Series 2008 Bonds shall mature not later than 30 years after the date of issuance thereof, the interest rate on the Series 2008 Bonds shall not exceed []% per annum and the maximum principal and interest due in any year shall not exceed \$[] The Series 2008 Bonds shall be issued as

registered bonds without coupons in denominations authorized under the Series 2008 Indenture, which shall initially be in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Series 2008 Indenture. The term "Series 2008 Bonds" as used herein shall be deemed to mean and include the Series 2008 Bonds as initially issued and delivered and Series 2008 Bonds issued in exchange therefor or in exchange for Series 2008 Bonds previously issued.

Any Series 2008 Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Series 2008 Indenture shall be executed in accordance with the provisions of the Series 2008 Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Series 2008 Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Series 2008 Bonds are being issued in exchange or for transfer of registration for one of the Series 2008 Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Series 2008 Bonds previously issued in exchange thereof.

Section 1.06. Authorization of Series 2008 Indenture. In order to secure the payment of the principal of, redemption premium, if any, and interest on the Series 2008 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2008 Bonds, the execution, delivery and performance of the Series 2008 Indenture relating to the Series 2008 Bonds by and between the City and the Trustee are hereby authorized. The Series 2008 Indenture shall be in substantially the form attached hereto as Exhibit I, subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Series 2008 Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 1.07. Authorization of Bond Placement Agreement. The execution, delivery and performance of the Bond Placement Agreement providing for the purchase of the Series 2008 Bonds, by and between the City and the Underwriters are hereby authorized. The Bond Placement Agreement shall be in substantially the form attached hereto as Exhibit II, subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Bond Placement Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Bond Placement Agreement to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Bond Placement Agreement in the event of the absence or incapacity of the Mayor.

Section 1.08. Authorization of Limited Offering Memorandum. The use and distribution of the Preliminary Limited Offering Memorandum and a final Limited Offering Memorandum with respect to the Series 2008 Bonds are hereby authorized and approved, and said Preliminary Limited Offering Memorandum and said final Limited Offering Memorandum shall be in substantially the form attached hereto as Exhibit III, subject to such minor changes, insertions or omissions as may be approved by the Mayor. The execution of a final Limited Offering Memorandum by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

Section 1.09. Execution of the Development Agreements. The execution, delivery and performance of each of the Development Agreements by and among the City, ADA and the developer of a 2008 Project are hereby authorized. The Development Agreements shall be in substantially the form as attached hereto as Exhibit IV, subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of each Development Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 1.10. Execution of Series 2008 Bonds. The Series 2008 Bonds shall be executed in the manner provided in the Series 2008 Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriters with instructions to that effect as provided in the Series 2008 Indenture.

Section 1.11. Validation of Series 2008 Bonds. The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Series 2008 Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

The public notice with respect to the validation proceedings shall include a statement to the effect that no performance audit or performance review of the nature described in Section 36-82-100 of the Official Code of Georgia Annotated will be conducted with respect to the Series 2008 Bonds.

Section 1.12. Non-Arbitrage Certification. Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Series 2008 Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

Section 1.13. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Indenture, the Bond Placement Agreement or any Development Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2008 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 1.14. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2008 Bonds and in conformity with the purposes and intents of this Ordinance.

The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2008 Bonds, when the Series 2008 Bonds are issued, certified copies of all the proceedings and records of the City relating to the Series 2008 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2008 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 1.15. Actions Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in furtherance of the issuance of the Series 2008 Bonds and the execution, delivery and performance of the Series 2008 Indenture, each Development Agreement and the Bond Placement Agreement and the approval of the Limited Offering Memorandum, shall be, and the same hereby are, in all respects approved and confirmed.

Section 1.16. Severability of Invalid Provision. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2008 Bonds authorized hereunder.

Section 1.17. Repealing Clause. All ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Schedule “1”

Project	Type	Developer
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Exhibit I
Form of Indenture

Exhibit II
Form of Bond Placement Agreement

Exhibit III

Form of Preliminary Limited Offering Memorandum

Exhibit IV
Form of Development Agreement